

PADWA LAW, LLC

TAX ASSESSOR'S OFFICE
ONE PARK ROW, 5TH FLOOR, PROVIDENCE, RI 02903 (401) 935-8571, RI

Jeffrey M. Padwa

2019 NOV 26 P 2:44
Licensed in RI + MA

November 26, 2019

HAND DELIVERED

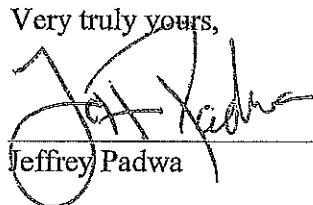
Elyse Paré
Tax Assessor
City of Providence
25 Dorrance Street
Providence, RI 02903

**Re: Hope Point Tower Project, 250 Dyer Street
Application for Tax Stabilization Agreement**

Dear Ms. Paré:

Enclosed please find an executed Application to the City of Providence for a Tax Stabilization Agreement, including the required attachments, and a check in the amount of \$205,575,467.

Do not hesitate to contact me with any questions.

Very truly yours,

Jeffrey Padwa

TAX ASSESSOR'S OFFICE
PROVIDENCE, RI
2019 NOV 26 P 2:44

JMP/
Enclosures (as stated)

Application received on _____

by _____

City of Providence Tax Assessor Application for Tax Stabilization

Check the applicable box:

I-195 District/Capital Center

Neighborhood Revitalization Act

1. General Information

A. Assessor's Plat(s): 20 Lot(s): 397

B. Street Address 250 Dyer Street, Providence RI

(aka I-195 Redevelopment District Parcel 42 (as reconfigured))

C. Applicant's Name, Address, Telephone No:

Fane Tower, LLC

Ten Rockefeller Plaza SUITE 1016

New York, NY 10020 (212) 751-4200

D. Owner's Name, Address, Telephone No: (include all owners of subject property):

I-195 Redevelopment District

315 Iron Horse Way, Suite 105

Providence, RI 02908 (401) 278-9231

2. Value of New Construction or Rehabilitation (attach construction estimate)

\$205,575,467.

3. Proposed Construction Schedule

Date of Commencement: 03/01/24

Date of Completion: 07/31/23

4. Owner/Applicant Signature(s) and date

Jason Fane

11/22/2019

5. Attach Required Submissions (see next page)

Required Submissions for Tax Stabilization Applications

- Completed application form
- Applicant's certification of value of new construction or rehabilitation
- Program of building, alterations, and/or improvements
- Statement outlining measures to conform to the Code of Ordinances, including Zoning
- Statement regarding the hiring of minority and women business enterprises
- Compliance plan demonstrating compliance with community benefits requirements of Sec. 21-266 or 21-278, as applicable
- Application fee (0.1% x estimated cost of the project)
- List of other properties in Providence owned by the applicant
- Letter of good standing from the State of Rhode Island evidencing that all taxes and fees due to the state have been paid
- Detailed business plan (only for 20-year stabilization application under Sec. 21-263.b)

Exhibit A

Applicant's Certification of Value of New Construction



Hope Point Tower
Providence, RI

Conceptual Estimate REV 1 - Trade Cost - November 2019

Description	Takeoff Quantity	Total Cost/Unit	Total Amount
Concrete	722,857.00 gsf	71.69 /gsf	51,821,706
Masonry	722,857.00 gsf	2.38 /gsf	1,723,317
Metals	722,857.00 gsf	8.65 /gsf	6,250,958
Carpentry	722,857.00 gsf	13.14 /gsf	9,497,988
Thermal and Moisture Protection	722,857.00 gsf	10.84 /gsf	7,838,096
Doors and Windows	722,857.00 gsf	30.59 /gsf	22,111,374
Finishes	722,857.00 gsf	24.31 /gsf	17,574,053
Specialties	722,857.00 gsf	2.33 /gsf	1,687,050
Equipment	722,857.00 gsf	9.52 /gsf	6,878,373
Furnishings	722,857.00 gsf	2.87 /gsf	2,073,963
Conveying Systems	722,857.00 gsf	8.84 /gsf	6,388,000
Fire Protection	722,857.00 gsf	5.70 /gsf	4,119,250
Plumbing	722,857.00 gsf	28.74 /gsf	20,772,876
HVAC	722,857.00 gsf	24.27 /gsf	17,544,033
Electrical	722,857.00 gsf	28.90 /gsf	20,890,713
Earthwork	722,857.00 gsf	9.50 /gsf	6,863,576
Site Improvements	722,857.00 gsf	1.67 /gsf	1,209,893
Site Utilities	722,857.00 gsf	0.46 /gsf	330,250

Estimate Totals

Description	Amount	Totals	Rate	Cost per Unit
Subtotal	205,575,467	205,575,467		284.393 /gsf
Total		205,575,467		284.393 /gsf

Exhibit B

Programming of Building

The Fane Tower is a 46-story building to be built on the re-configured Parcel 42 portion of the I-195 Redevelopment District in Providence, Rhode Island. The building will be mixed use, with commercial space on the ground floor, and a multi-floor parking podium topped by a residential tower with a modern design.

The Fane Tower will be approximately 550 feet tall and include about 500 residential apartments ranging from studios up to large four bedroom family apartments and penthouses. Approximately 330 parking spaces are anticipated, though the specific number of units and precise apartment layouts have not yet been determined. It is expected that the building will have almost 14,000 square feet of street level retail space on the ground floor, and more than 500,000 gross square feet in the residential tower.

The Tower will be located at the southeast corner of Dyer and Dorrance Streets in downtown Providence. This location is only a short walk to cultural attractions such as the Providence Performing Arts Center, restaurants, major employers, major academic institutions such as Brown University, medical institutions such as the Warren Albert Medical School of Brown University and Rhode Island Hospital, as well as the headquarters of global companies, including Textron, IGT and Hasbro. Additionally, the site is near Providence Station, which provides train service to Boston as well as New York, Washington DC and other locations.

The Fane Tower will be Providence's premier high-rise new development with sophisticated modern design, stunning panoramic views, and a lavish range of lifestyle amenities. This development will provide the benefits of high-rise city living at a lower cost than similar projects in Boston and New York City. The demand for higher density vertical housing in Providence is growing as a result of the creation of new jobs in the city and the increasing number of people who want to live in an urban environment. Providence residents will have access to the benefits and convenience of "sky living" that a tall building can provide.

Development of The Fane Tower is headed by Jason Fane, who has successfully developed properties in New York City; Ithaca, New York; and Toronto, Canada. He is motivated by long-term commitments, integrity and solid values, and brings reliability, financial stability, style and vision for the future to his projects.

Exhibit C

Statement Outlining Measures to Conform to the Code of Ordinances, including Zoning

The project has received all necessary approvals and will be developed in compliance with such approvals and the City of Providence Code of Ordinances. The I-195 Redevelopment District Commission granted Level 2 Approval with certain conditions for the project as well as final design review approval with certain waivers. The City of Providence amended the zoning ordinance allowing the project to be built to the maximum height of 600 feet. The State Historic Preservation Officer concluded that the project will not diminish or otherwise adversely affect the historic character, significance, integrity or National Register eligibility of any of the listed properties in the project's area of potential effects. The project will comply with code requirements and other building permits and approvals as necessary.

Exhibit D

Statement Regarding the Hiring of Minority and Woman Business Enterprises

The Fane Tower project is committed to meeting, if possible, our equal employment opportunity goals in order to satisfy the required level of participation of qualified MBE/WBE subcontractors. We intend to use organized labor groups on the project, which maintain databases of prequalified minority owned businesses and women owned businesses, including subcontractors and suppliers. The organized labor groups' network of qualified subcontractors will allow us to meet the goals for MBE/WBE participation within the established project budget.

Exhibit E

Compliance Plan Demonstrating Compliance with
Community Benefits Requirements of Sec. 21-266

The Fane Tower project intends to use commercially reasonable efforts to comply with Providence City Ordinance 21-266, and the Project's general contractor will have apprenticeship programs as outlined in the ordinance.

Exhibit F

Application Fee

Check in the amount of \$205,575.47 is included with this application.

Exhibit G

List of other properties in Providence owned by the applicant

Neither Jason Fane, Fane Tower LLC, nor any of their affiliated entities own any properties in the City of Providence, Rhode Island.

Exhibit H

Letter of good standing from the State of Rhode Island
evidencing that all taxes and fees due to the state have been paid

Application has been made to the Rhode Island Division of Taxation requesting a Certificate of Good Standing. See attached application form. The Certificate of Good Standing will be provided upon receipt.

State of Rhode Island and Providence Plantations
Form LOGS

13180199990101

Request for a Letter of Good Standing

REQUEST FOR LETTER OF GOOD STANDING

A \$50.00 FEE MUST BE SUBMITTED BEFORE REQUEST MAY BE PROCESSED
(Make check payable to the RI Division of Taxation)

Contact Name at Business:	Jason Fane	
Name of Business:	Fane Tower, LLC	
Address of Business:	10 Rockefeller Plaza, Suite 1016	
City, State & Zip Code:	New York	NY 10020

Federal Identification Number:

Your Federal ID is the number issued to you by the IRS. If you do not have a Federal ID, leave this line blank.

[REDACTED]

Secretary of State Identification Number:

Your Secretary of State ID is the number issued to you by the RI Secretary of State Office. If you do not know what your Secretary of State ID is please contact the Secretary of State at (401) 222-3040 or www.sos.ri.gov/business/

1690155

Fiscal Year End (If not a calendar year end) enter month and day (MM/DD):

11/22/19

Entity Type:

Corporation Sub Chapter S Corporation * Non Profit Corporation
 Partnership * Limited Partnership * Limited Liability Partnership *
 Limited Liability Company * Single Member LLC (Disregarded Entity) *
 Sole Owner *

* Names and Social Security Numbers for all Shareholders or Members must be provided.
(Complete Schedule A on page 3).

CHECK HERE IF THE BUSINESS HAS A LIQUOR LICENSE

Please indicate the reason you are requesting a Letter of Good Standing. You must check one of the reasons in the five sections listed below. Failure to include all requirements and payments for the reason will delay the processing of your request. If you are uncertain of any taxes owed, we will send you a detailed list of all outstanding returns and liabilities once the application is filed.

Request for a Letter of Good Standing

SECTION I – General Requests for Good Standing

- Human Resource Investment Council Certification (Corporations Only)
- Enterprise Zone Certification (Corporations Only)
- Financing
- Capital Stock sale or transfer (Must also complete Schedule B on page 4)
- Reinstatement of charter revoked by Secretary of State
- Reinstatement of charter forfeited by Rhode Island Division of Taxation
- Merger of corporation with another corporation (corporation named above is the survivor as listed with the Rhode Island Secretary of State)
- Sale of less than 50% of Rhode Island assets
- Motion Picture Production Company Certification
- Tax Status
- Re-Domestication (entity must continue to be registered in RI; otherwise see SECTION VI)
- Mobile Home Park Certification

Requirements:

1. All tax returns administered by the tax division that are past due must accompany this request.
2. All the tax, interest and penalty balances must be paid.

SECTION II – Liquor License (Sale, Transfer, Upgrade or New)

- New Liquor License
- Capital Stock sale or transfer (Must also complete Schedule B on page 4)
- Sale of less than 50% of Rhode Island assets
- Transfer of Location
- Liquor License Upgrade

Requirements:

1. All tax returns administered by the tax division that are past due must accompany this request.
2. All the tax, interest and penalty balances must be paid. **Payments must be made with Money Order or Bank Check.**

- Sale or transfer of the major part in value of RI assets of the above named corporation

Requirements:

1. All tax returns administered by the tax division (through the date of sale) must accompany this request.
2. All the tax, interest and penalty balances must be paid. **Payments must be made with Money Order or Bank Check.**
3. Short period RI Tax Return with payment (beginning of tax year to date of sale) reflecting the sale.
4. A copy of Federal Tax Return (with Federal Form 4797 and Schedule D).
5. A statement as to sales price, to whom it is being sold and description of assets being sold.
6. Buyers contact information:

Contact Name:
Name of Business:
Telephone Number:

**State of Rhode Island and Providence Plantations
Form LOGS**
Request for a Letter of Good Standing

13180199990103

SECTION III – Mergers

Merger of corporation under IRC Section 368(a)(1)(f) to change state of incorporation only with Rhode Island Secretary of State

Merger of corporation into another corporation (corporation named above is the non-survivor under IRS Section _____ and is the non-survivor with the Rhode Island Secretary of State)

Requirements:

1. All tax returns administered by the tax division that are past due must accompany this request.
2. All the tax, interest and penalty balances must be paid.
3. A final RI-1120 through date of request (Any liability reflected on this return must be paid).
4. A copy of federal 1120.
5. Articles of merger.

SECTION IV – Major Sale or Liquidation

Sale or transfer of the major part in value of RI assets of the above named corporation

Liquidation (per IRC Section _____ please note that dissolution request is in Section V)

Requirements:

1. All tax returns administered by the tax division that are past due must accompany this request.
2. All the tax, interest and penalty balances must be paid.
3. Short period RI Tax Return with payment (beginning of tax year to date of sale) reflecting the sale.
4. A copy of Federal Tax Return (with Federal Form 4797 and Schedule D).
5. A statement as to sales price, to whom it is being sold and description of assets being sold.

SECTION V – Dissolution/Cancellation of Domestic Entities

Filing for Articles of Dissolution with Rhode Island Secretary of State (Corporations and LLCs only)

Conversion to non-Rhode Island entity

Filing for Cancellation with the Rhode Island Secretary of State (LP's only)

Requirements:

1. All tax returns administered by the tax division that are past due must accompany this request.
2. All the tax, interest and penalty balances must be paid.
3. Final RI Tax Return through date of request for dissolution.
4. Copy of final Federal Tax Return.
5. Copy of Federal Form 966 (corporations only).
6. Copy of minutes of meeting to dissolve or statement signed by all the members. (does not apply to Single Member LLCs).
7. Any liability reflected on this final return must be paid.

State of Rhode Island and Providence Plantations
Form LOGS
Request for a Letter of Good Standing

13180199990104

SECTION VI – Withdrawal/Cancellation of Foreign Entities

- Withdrawal due to merger in State of Incorporation (Corporations only)
- Withdrawal of corporation's right to do business in Rhode Island through office of Rhode Island Secretary of State (Corporations only)
- Cancellation of entity's right to do business in Rhode Island through office of Rhode Island Secretary of State (LLCs and LPs only)

Requirements:

1. All tax returns administered by the tax division that are past due must accompany this request.
2. All the tax, interest and penalty balances must be paid.
3. Final RI Tax Return through date of request for withdrawal.
4. Copy of Federal Tax Return.
5. Any liability reflected on this final return must be paid.

SCHEDULE A

List the name, identification numbers and percent of ownership for all Shareholders or Members of all Pass-Through Entities (Subchapter S Corporations, LLC's and Partnerships).

- If Shareholder or Member is an individual, then enter the Name(s), Social Security Number(s), their percent of ownership and indicate if they are a nonresident in the space listed below.
- If the Shareholder or Member of the Pass-Through Entity is another Pass-Through Entity, then enter the name and Federal Identification Number and attach a schedule of their Shareholders or Members.

Name	Social Security or Federal ID Number	Percent of Ownership	Check if Nonresident
Jason Fane		100%	<input checked="" type="checkbox"/>
			<input type="checkbox"/>
			<input type="checkbox"/>
			<input type="checkbox"/>
			<input type="checkbox"/>

Attach additional schedule(s) if more space is needed.

SCHEDULE B (CAPITAL STOCK TRANSFERS ONLY)

List the name, identification numbers and percent of ownership for all Shareholders or Members of all Pass-Through Entities after transfer of stock. (See instructions for Schedule A above)

Name	Social Security or Federal ID Number	Percent of Ownership	Check if Nonresident
			<input type="checkbox"/>

Attach additional schedule(s) if more space is needed.

State of Rhode Island and Providence Plantations
Form LOGS
Request for a Letter of Good Standing

13180199990105

CONTACT INFORMATION (only if different from the information listed on page 1)

Person to contact for Additional Information. By completing this section you are authorizing the Division of Taxation to review and disclose any state tax information that may be required to complete this request for good standing to the individual listed below. If you do not want the division to share any information, do not complete this section and all requests for information will be sent to the company name listed on page 1.

Name	Telephone Number
Mailing Address	
Email Address	

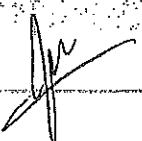
MAILING INFORMATION (only if different from the information listed on page 1)

The Division of Taxation will not share any tax information with the individual listed below. This is only if you want the Letter of Good Standing mailed to an address other than the address listed on page 1.

Name	Telephone Number
Address	

SIGNATURE

A Letter of Good Standing may only be requested by an authorized representative of the entity listed as the applicant on the front of this request. An authorized representative is a member or officer of the company that is authorized to handle tax matters or a power of attorney (POA). If the Letter of Good Standing is being requested by a POA, a signed POA must accompany the request. The letter will not be issued if the following section is not completed.

Name of Authorized Representative	Title
Jason Fane	Member
Signature	Date
	NOV. 22, 2019

State of Rhode Island and Providence Plantations
Form LOGS

13180199990106

Request for a Letter of Good Standing

AFFIDAVIT

To be used by non-profit corporations who are applying for a Letter of Good Standing.

I/we do hereby declare under oath that

Name of corporation and federal identification number (please print)

has been incorporated through the office of the

State of incorporation

Secretary of State since _____ Date of incorporation _____

I/we do also declare that _____
Name of corporation

has a non-profit corporation charter and has never had any Federal taxable income and therefore has had no State of Rhode Island Business Corporation tax liability.

Name and title of authorized officer (please print)

Subscribed and sworn before me this _____ day of _____, 20____

NOTARY PUBLIC

Exhibit I

Detailed Business Plan

Attached

CASH FLOW REPORT - BUSINESS PLAN

The Eliza Tower 250 River Street Providence RI

Allgemeine Rechte, 220 Dritter Absatz 1. Sonderausgabe, 200

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Year	Full Stabilization Year Starting January 1	Forecast 1 2024	Forecast 2 2025	Forecast 3 2026	Forecast 4 2027	Forecast 5 2028	Forecast 6 2029	Forecast 7 2030	Forecast 8 2031	Forecast 9 2032	Forecast 10 2033
Rents											
Recoveries and Other Revenue	3.0%	25,100,000	25,853,000	26,628,590	27,427,448	28,250,271	29,097,779	29,970,713	30,869,834	31,795,929	32,749,807
POTENTIAL GROSS REVENUE	3.0%	700,000	721,000	742,650	764,959	783,856	811,492	835,837	860,312	885,739	913,341
Less: Vacancy and Credit Loss	3.5%	25,800,000	26,574,000	27,371,220	28,192,357	29,038,127	29,909,271	30,806,549	31,730,746	32,682,668	33,663,148
Effective Gross Revenue											
Total Operating Expenses											
Net Operating Income											
Year	Full Stabilization Year Starting January 1	Forecast 11 2034	Forecast 12 2035	Forecast 13 2036	Forecast 14 2037	Forecast 15 2038	Forecast 16 2039	Forecast 17 2040	Forecast 18 2041	Forecast 19 2042	Forecast 20 2043
Total Rents	3.0%	33,732,301	34,744,270	35,786,598	36,860,186	37,965,002	39,104,982	40,278,132	41,486,476	42,731,070	44,013,002
Recoveries and Other Revenue	3.0%	940,741	968,964	998,033	1,027,194	1,058,813	1,090,577	1,123,295	1,156,993	1,191,703	1,227,454
POTENTIAL GROSS REVENUE	3.0%	34,673,043	35,713,234	36,784,631	37,888,170	39,024,815	40,195,559	41,401,426	42,643,469	43,922,773	45,240,456
Less: Vacancy and Credit Loss	3.5%	1,213,556	1,249,963	1,287,462	1,326,086	1,365,869	1,406,845	1,449,050	1,492,521	1,537,297	1,583,416
Effective Gross Revenue		33,459,486	34,453,271	35,497,169	36,562,084	37,558,946	38,788,715	39,932,376	41,150,948	42,385,476	43,657,040
Total Operating Expenses		11,320,853	12,185,963	13,081,819	14,009,323	14,969,405	15,963,018	16,994,140	18,136,506	18,383,411	18,637,724
Net Operating Income		22,158,633	22,277,308	22,415,350	22,552,761	22,689,511	22,825,697	22,961,336	23,014,442	24,002,065	25,019,316

Park View

Tompkins Trust Company
Ithaca, New York 14850

DATE

22-NOV-2019

AMOUNT

\$ 205,575.47

PAY

EXACTLY TWO HUNDRED FIVE THOUSAND FIVE HUNDRED SEVENTY-FIVE AND 47/100 DOLLARS

TO THE
ORDER
OF

CITY OF PROVIDENCE

SAFEGUARD SECURITY
SAFEGUARD SECURITY

MEMO: TAX STABILIZATION APPLICATION, 250 DYER ST.

Park View

Date

Vendor

\$

Reference

Comment

Amount

Park View

Date

Vendor

\$

Reference

Comment

Amount